

## Resolution GA22-2b

### Proposed Resolution to be adopted at the 22nd General Assembly of the Roundtable on Sustainable Palm Oil (RSPO)

5 November 2025

#### **TITLE: RESOLUTION TO AMEND THE RSPO STATUTES FOR THE ESTABLISHMENT OF AN EXECUTIVE COMMITTEE UNDER THE REVISED GOVERNANCE FRAMEWORK**

**Submitted By:** The Board of Governors of the Roundtable on Sustainable Palm Oil  
(Currently represented by: Malaysian Palm Oil Association, Golden Agri-Resources Ltd.\*, Foresta  
Foods Corporation., Asosiasi Petani Sawit Swadaya Amanah, AAK AB, Musim Mas Holdings Pte. Ltd.,  
Retailers' Palm Oil Group\*\*, UNILEVER PLC, The Procter & Gamble Company, Standard Chartered  
Bank, World Resources Institute (WRI), WWF International, Both ENDS, Forest Peoples Programme)

*\* Represents the Indonesian Growers Caucus*

*\*\*HOFER KG dba ALDI SOUTH Group, ASDA STORES LIMITED, Walgreens Boots Alliance, Inc., Coles  
Supermarkets Pty Ltd, The Co-operative Group, Coop Switzerland, Federation of Migros Cooperatives, Lidl  
Stiftung & Co.KG, Marks and Spencer plc, Royal Ahold Delhaize N.V, Sainsbury's Supermarket Ltd., Tesco PLC  
and John Lewis Plc*

#### **Background**

The governance structure of the RSPO, as a global multi-stakeholder sustainability system, is established to serve two primary purposes. First, to ensure that the organisation fulfils its intended mandate and delivers measurable impact in accordance with the strategic direction determined by the membership through the General Assembly. Second, to provide oversight and strategic direction over the operational activities carried out by the RSPO Secretariat.

Currently, the BoG performs both of these functions. It serves as the primary governance authority of the organisation and simultaneously acts as a deliberative forum to facilitate consensus-based direction for the RSPO system as a whole. However, as the RSPO has expanded in both organisational scale and operational complexity, it has become increasingly evident that a single body cannot effectively discharge these two governance functions.

The function of strategic oversight and operational supervision benefits from structured and timely processes that enable consistent implementation and accountability. At the same time, the consensus-based approach remains essential to policy legitimacy and inclusivity, requiring broad engagement, deliberation and the careful accommodation of diverse stakeholder perspectives. Each function demands distinct deliberative and decision-making approaches.

In recognition of these challenges and following a comprehensive review of the existing governance structure, the BoG formally approved the adoption of a revised governance framework during its Meeting on 14 November 2024. The review process identified structural limitations that required improvement through clearer separation of roles and responsibilities, enhanced institutional responsiveness and a more agile governance model.

This revision does not diminish the authority or strategic role of the BoG. Instead, it is intended to strengthen the BoG's capacity to discharge its core responsibilities more effectively by enabling greater focus on high-level governance, strategic direction and policy oversight while ensuring that operational matters can be addressed with appropriate timeliness and efficiency within a delegated structure. The revised framework preserves the foundational principles of the RSPO's multistakeholder governance system while enhancing its ability to meet current and future organisational demands. The revised framework is intended to support the RSPO's continued growth, ensure operational effectiveness and safeguard the long-term credibility of the organisation's governance system.

The revised structure also allows RSPO to appoint individuals with specialised expertise such as in finance, risk, strategy or technology that may not always be present among elected BoG Members. This is especially important to support the ExCo's operational oversight role. By enabling the appointment of Independent Members based on their professional experience, RSPO can enhance its governance capacity and more effectively manage the increasing complexity of its operations while maintaining its core multi-stakeholder principles.

Based on internal consultation, input from external governance experts and review by the RSPO's Swiss lawyer to ensure proposed changes are aligned with our obligations under the Swiss law the RSPO is constituted under, the following significant changes are proposed, with the respective changes to the Statutes specified and explained in more detail below:

An Executive Committee ("ExCo") is established as a delegated authority of the BoG that is responsible for providing operational oversight and ensuring accountability of the Secretariat and Standing Committees ("SC") in the implementation of strategies and workplans. While the Executive Committee operates in accordance with procedures to be determined and approved by the BoG (from time to time), this delegation of power to further regulate the operation of the ExCo along with the general governance functions and the composition framework of the ExCo will be embedded in the RSPO Statutes and require approval by the General Assembly.

The role of "Treasurer" has been removed from the RSPO Statutes. Legal advice confirms that Swiss law does not require a specific Office Bearer such as the Treasurer to present the annual audited accounts to the General Assembly. This change supports the objectives of the governance review and maintains consistent financial reporting to the General Assembly.

During the interim period following General Assembly approval and until the ExCo is fully established, the current governance structure will remain in place. The BoG will have the flexibility to establish the ExCo when ready, ensuring a smooth transition while preserving operational continuity and stability.

## **Proposed Resolution**

**This resolution proposes amendments to the RSPO Statutes to establish an Executive Committee through the insertion of new Article 11A and to reflect corresponding revisions to related provisions within the Statutes to ensure consistency, accuracy and proper cross-referencing.**

**The revised Articles are described below, with changes marked in bold italic:**

### **1) Rights of RSPO Members**

Reason for revision: To reflect the establishment of the ExCo and the terminology of bodies subordinated to the Board of Governors has been revised to "Groups (Standing Committees and Subordinated Groups such as Task Forces and Working Groups) to enhance clarity. All references of "Working Group" will be replaced with "Group".

- **Article 7(a)(iii):** Subject to the provisions in Article 11(b), Ordinary Members or their representatives are eligible for election to the Board of Governors. They can participate in any of the meetings of the General Assembly and ~~thematic Working~~ **Groups**.
- **Article 7(b)(i):** Affiliate Members can attend and participate in any of the meetings of the General Assembly **and Groups** but do not have voting rights.
- **Article 7(d)(i):** Jurisdictional Members can attend and participate in any of the meetings of the General Assembly and ~~thematic Working~~ **Groups** but do not have voting rights.

### **2) Ordinary General Assembly**

Reason for revision: Removal of the role of "Treasurer" from the Statutes, to reflect the establishment of the ExCo and the terminology "Working Group" has been revised to "Groups (Standing Committees and Subordinated Groups) to enhance clarity. All references of "Working Group" will be replaced with "Group".

- **Article 9(d):** The Board of Governors shall cause to be prepared ~~for and present to~~ the annual General Assembly, among other, the following:
- **Article 9(d)(iii):** ~~That~~ the *appropriate chairing of the meeting, preferably by the* Chairperson(s) ~~or any,~~ assisted by the Chief Executive Officer and members of the Board of Governors ~~presides over the General Assembly and presents the annual report and accounts of RSPO;~~
- **Article 9(d)(iv):** the ~~Treasurer shall~~ report on the financial *position and prospects management* of the RSPO ~~to shall be appropriately presented to the General Assembly and the submission of submit~~ the *accounts previous end-of-year statement and the budget for the next accounting period* to the approval of the General Assembly.
- **Article 9(d)(vi):** The General Assembly meeting has the power to take all necessary or useful actions to accomplish the purpose of RSPO. In particular, but without any limitation, it has the power to:
  - Elect the members of the Board of Governors as detailed in Article 11(b);
  - Elect the auditor of RSPO;
  - Establish the principle guidelines for the general policy of RSPO;
  - Take into consideration and decide on proposals of the Board of Governors;
  - Take into consideration and decide on proposals of the Ordinary Members which in order to be tabled require proponents who come from at least 3 (three) of the 7 (seven) membership sectors as described in Article 11 (b) in accordance with procedures as endorsed by the Board of Governors from time to time;
  - Make all recommendation to the Board of Governors in view of the establishment of any useful ~~Committee or Working Group;~~
  - Approve RSPO annual accounts ~~and budgets.~~

### 3) **Board of Governors**

Reason for revision: Removal of the role of “Treasurer” from the Statutes, to reflect the establishment of the ExCo and the terminology of bodies subordinated to the Board of Governors has been revised to "Groups (Standing Committees and Subordinated Groups such as Task Forces and Working Groups) to enhance clarity. All references of “Working Group” will be replaced with "Group".

- **Article 11(c):** The Board of Governors shall designate among its members one or more chairperson(s) and one or more Vice-chairperson(s) ~~and a Treasurer~~ by simple election by the Board of Governors and the same shall have the following responsibilities, among others;

- **Article 11(c)(iii):** ~~The Treasurer~~  
The incumbent is responsible for the collection of the funds of RSPO, unless the Board of Governors decides differently. The incumbent reports to the Board of Governors those members who are late in paying their membership fee or any other due for more than sixty days.
- **Article 11(n)(i):** The general management (*including the strategic decisions on the role and direction*) of RSPO shall be the responsibility of the Board *of Governors* in collaboration with the Chief Executive Officer, who the Board shall appoint and determine the Chief Executive Officer's powers and remuneration.
- **Article 11(n)(iii):** The Board of Governors in collaboration with the Chief Executive Officer *and the Executive Committee*, shall have the power to, among others;
  - Direct and control the management of RSPO;
  - Execute the resolution of the General Assembly meeting and take all measures to reach the established objectives;
  - Establish guidelines for the programs of *Working* Groups ~~or other such committees~~ (to be established if necessary) and to submit the same for the approval of the General Assembly meeting;
  - Control RSPO expenses;
  - Prepare the ~~budgets and the~~ annual accounts which will be submitted to the General Assembly;
  - In case of urgency, take all resolutions normally assigned to the General Assembly, and submit them subsequently for the ratification of the General Assembly.
- **Article 11(n)(iv):** The Board of Governors in collaboration with the Chief Executive Officer may adopt all policies and procedures necessary for the management of its activities and may, within the frame of its powers, delegate part of its powers and responsibilities to ~~either the Working~~ Groups ~~or other such committees or panels~~.
- **Article 11(n)(v):** The Board of Governors will *delegate specific functions to the Executive Committee as described in Article 11A of the Statutes*. The ~~entrust the daily~~ management of the RSPO *is entrusted* to the Chief Executive Officer and the *RSPO* Secretariat.
- **Article 11(o)(i):** The Board of Governors shall meet a minimum of ~~four (4)~~ *two (2)* times ~~in a year with a maximum of six (6) months between the meetings, per calendar year.~~ *It may convene more meetings if deemed necessary.*
- **Article 11(o)(ii):** *The Board of Governors members shall be notified at not less than fourteen (14) days before the date of the Board of Governors meeting with a written*

*notice for the Board of Governors meeting stating the place, day and time, and format of the meeting, as well as the agenda. The agenda shall be indicated on the convening notice. The meeting, including any special or urgent meetings, shall be held upon receipt of a convening notice from the Chairperson(s) or upon request of one third of its members.*

4) **Executive Committee**

Reason for revision: Adoption of new provision on the ExCo-related matters.

- **Article 11A:**

- (a) Composition**

- (i) *The Executive Committee shall be comprised of not less than seven (7) members and shall be constituted as follows:***

- 1) *one (1) independent chairperson***
      - 2) *three (3) independent members***
      - 3) *three (3) non-independent members***

- (ii) *The requirements for holding these positions and the (inaugural) appointment of the Executive Committee shall be in accordance with procedures to be determined and approved by the Board of Governors from time to time.***

- (b) Powers**

*The Executive Committee is accountable to the Board of Governors and reports to the Board of Governors on progress, challenges, and operational outcomes in order to uphold institutional integrity, avoid functional duplication and ensure functional effectiveness through robust checks and balances.*

*The Executive Committee in collaboration with the Chief Executive Officer (and holding the Secretariat and the Standing Committees accountable), shall have the power to, among others:*

- *Review, advise and approve the proposed annual budget of RSPO for the fiscal year as prepared by the Secretariat, subject to the approval by the Board of Governors;*
- *Review, advise and approve the annual operational plan(s) as prepared by the Secretariat (including the workplans as prepared by Standing Committees);*

- *Oversee the operational implementation of RSPO workplans, budgets and effective execution of strategic initiatives and policies;*
- *Oversee and manage the strategic risks of RSPO particularly in the areas of finance, membership, law and reputation;*
- *Oversee the recruitment of the Chief Executive Officer to provide recommendations, subject to the appointment approval by the Board of Governors;*
- *Supervise the Chief Executive Officer to provide guidance and conduct performance evaluations of the Chief Executive Officer;*
- *Review, advise and approve on performance reports from the Chief Executive Officer and the Secretariat.*

*The powers shall be carried out in accordance with procedures to be determined and approved by the Board of Governors from time to time.*

**(c) Meeting**

- (i) *The Executive Committee shall meet a minimum of four (4) times per calendar year, with a maximum of four (4) months between the meetings. It may convene more meetings if deemed necessary by the independent chairperson of the Executive Committee.*
- (ii) *The members of the Executive Committee shall be notified at not less than fourteen (14) calendar days before the date of the Executive Committee meeting (starting from the day the notice is given and including the day of the planned meeting) with a written notice for the Executive Committee meeting stating the place, day and time or format of the meeting as well as the agenda.*

*The decision-making process of the Executive Committee shall be in accordance with procedures to be determined and approved by the Board of Governors from time to time.*

**5) Chief Executive Officer and Secretariat Staff**

Reason for revision: To address the changes in dynamics between the CEO and the ExCo versus the BoG. The terminology of bodies subordinated to the Board of Governors has also been revised to "Groups (Standing Committees and Subordinated Groups such as Task Forces and Working Groups) to enhance clarity. All references of "Working Group" will be replaced with "Group".

- **Article 12(b)(i):** Day-to-day work for RSPO is carried out by the Secretariat ~~staff~~ **Staff**, employed by RSPO and/or under contract for RSPO. The Board of Governors appoints and sets the condition of employment for the Chief Executive Officer. The Chief Executive Officer is in charge of the operational management of RSPO in between meetings of the Board of Governors pursuant to the general policies fixed by the Board. ***The Chief Executive Officer shall report to the ExCo on a quarterly basis and to the Board of Governors twice a year.***
- **Article 12(b)(ii):** The management activities may be carried out partly or completely by ~~Working~~ Groups ~~or other such committees~~. The Secretariat will collaborate closely with the ~~Working~~ Groups ~~or other committees~~ and facilitate their work.

## 12. Working Groups

Reason for revision: To address the changes in dynamics between the CEO and the ExCo versus the BoG. The terminology of bodies subordinated to the Board of Governors has also been revised to "Groups (Standing Committees and Subordinated Groups such as Task Forces and Working Groups) to enhance clarity. All references of "Working Group" will be replaced with "Group". Article 13(e) will be deleted as it is no longer relevant. Articles 13(f) and 13(g) (old) will be renumbered to Article 13(e) and 13(f), respectively.

- **Article 13: ~~Working~~ Groups (Standing Committees and Subordinated Groups)**
- **Article 13(a):** The Board of Governors can appoint Standing Committees, ***as well as other groups subordinated to the Standing Committees such as*** Task ~~forces~~ ***Forces or other such committees (hereinafter referred to as "Working Groups") ("Groups")*** for carrying out activities in the field of:
  - General Best Practices
  - Communication on Sustainable Palm Oil
  - Any other specific issue dealing with Sustainable Palm Oil
- **Article 13(b):** The composition of the ~~Working~~ Groups is formed by the Ordinary Members, Affiliate Members and Jurisdictional Members and possibly other stakeholders, to focus on specific tasks. ~~Members~~ ***They*** may participate in different ~~Working~~ Groups at the same time or may not participate in any ~~Working~~ Group.
- **Article 13(c):** The members of the ~~Working~~ Groups will decide on the creation and working program of the ~~Working~~ Groups through the Chief Executive Officer:
  - (i) Either at the annual General Assembly meeting; or
  - (ii) through the RSPO Secretariat.



- **Article 13(d):** Each ~~Working~~ Group is responsible for its own expenses *and shall develop and submit budget requests related to these expenses for review and approval by the ExCo*. The funds that are necessary for the coverage of those expenses may involve:
  - Costs of experts and stakeholders to be invited *to participate in or deliver assessments* and/or research
  - Travel, subsistence and time costs of the employees of companies involved
  - Costs of the group meetings
  - Costs of *large-scale* stakeholder involvement and communication
- ~~**Article 13(e):** These costs cannot be covered by the regular member fees, but will be provided by the interested RSPO Members involved and/or by external donors. The Chief Executive Officer and/or platform Manager will propose a repartition of the costs of the Working Groups over the members involved.~~
- ~~**Article 13(f):**~~ **Article 13(e):** Each ~~Working~~ Group should elect among the members a chairperson, who shall be a representative of an ~~ordinary~~ **Ordinary** member. The chairperson elected shall be responsible towards the Board of Governors *for all policy-related matters for the management* of his/her ~~Working~~ Group. The chairperson chairs all meetings of that ~~Working~~ Group. The chairperson supervises the execution of the resolutions of the General Assembly meeting *or of* the Board of Governors with regard to the ~~Working~~ Group. The incumbent is responsible for the controlled dissemination of information produced by the ~~Working~~ Group in conformity with the policies of the Chief Executive Officer and/or the Board of Governors.
- ~~**Article 13(g):**~~ **Article 13(f):** Each ~~Working~~ Group may state internal regulations. In such case, regulations should be ratified by the Chief Executive Officer. Each ~~Working~~ Group may appoint a secretary. Each ~~Working~~ Group shall submit a report on its activities and financial situation to the Board of Governors.

## 6) **Annual Accounts**

Reason for revision: To reflect the establishment of the ExCo

- **Article 15(c):** The ~~treasurer~~ **Executive Committee** submits to the Board of Governors the annual accounts for the past year as well as the budget for the following year. The accounts ~~and budgets~~ have to be approved by the General Assembly meeting.

### **Proposed Working Group in overseeing the Resolution**

The RSPO Secretariat and the RSPO Board of Governors will oversee the successful incorporation of the Executive Committee into the RSPO Statutes.

### **Contact Information**

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